

## **FIRST AMENDMENT TO NCMRS INTERCONNECTION AGREEMENT**

This First Amendment (this "First Amendment"), dated as of May 1, 1999, is made by and between New England Telephone and Telegraph Company, d/b/a Bell Atlantic – Massachusetts ("BA"), a New York corporation, and AirTouch Paging ("AirTouch"), a Nevada corporation.

WHEREAS, BA and AirTouch (each individually, a "Party" and, collectively, the "Parties"), have entered into an Interconnection Agreement for Narrowband Commercial Mobile Radio Service (the "NCMRS Interconnection Agreement") dated as of May 1, 1999, for the Commonwealth of Massachusetts; and

WHEREAS, the Parties desire to amend the NCMRS Interconnection Agreement as set forth herein;

NOW, THEREFORE, in exchange for the mutual promises contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, BA and AirTouch, intending to be legally bound, hereby agree as follows:

1. Amendment. Subject to the terms and conditions set forth herein, the Parties hereto amend the NCMRS Interconnection Agreement by adding the following as a new Section 4.6.8 to Appendix 1 thereto:

"4.6.8 Pursuant to Section 4.6.3, AirTouch has provided to BA confidential network information and a confidential cost study that it believes is consistent with Section 251 of the Act. BA has reviewed the study and agrees, pursuant to Section 4.6.3 but subject to Section 3.1.4, that AirTouch shall be compensated for the transport and termination of Local Traffic at a rate of \$.0057 per minute and BA shall be compensated for the transport and termination of Local Traffic at a rate of \$.0057 per minute."

2. Limitation of Amendment. Except as specifically modified herein, the terms of the NCMRS Interconnection Agreement shall remain unmodified and in full force and effect.

3. Counterparts and Effectiveness This First Amendment may be executed in any number of counterparts and all of such counterparts taken together shall be deemed to constitute one and the same instrument. This First Amendment shall become effective as of the date first set forth above upon the execution of a copy hereof, whether by the same or different copies, by each of the Parties hereto.

4. Headings Section headings in this First Amendment are included herein for convenience of reference only and shall not constitute a part of this First Amendment for any other purpose.

**IN WITNESS WHEREOF**, the Parties hereto have caused this First Amendment to be executed by their respective duly authorized representatives, as of the date first above written.

AIRTOUCH PAGING

By: \_\_\_\_\_

Printed: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

BELL ATLANTIC – MASSACHUSETTS

By: \_\_\_\_\_

Printed: \_\_\_\_\_

Title : \_\_\_\_\_

Date: \_\_\_\_\_